

19496-D

# CRAVATH, SWAINE & MOORE

WORLDWIDE PLAZA  
825 EIGHTH AVENUE  
NEW YORK, NY 10019-7475

TELEPHONE: (212) 474-1000  
FACSIMILE: (212) 474-3700

33 KING WILLIAM STREET SUITE 2609, ASIA PACIFIC FINANCE TOWER  
LONDON EC4R 9DU ENGLAND CITIBANK PLAZA  
TELEPHONE: 44-171-606-1421 3 GARDEN ROAD, CENTRAL  
FACSIMILE: 44-171-660-1150 HONG KONG  
TELEPHONE: 852-2509-7200  
FACSIMILE: 852-2509-7272

WRITER'S DIRECT DIAL NUMBER  
(212) 474-1820

DANIEL P. CUNNINGHAM W. CLAYTON JOHNSON  
KFIS F. HEINZELMAN STEPHEN S. MADSEN  
B. ROBBINS KIESSLING C. ALLEN PARKER  
ROGER D. TURNER MARC S. ROSENBERG  
PHILIP A. GELSTON WILLIAM B. BRANNAN  
RORY O. MILLSON LEWIS R. STEINBERG  
NEIL P. WESTREICH SUSAN WEBSTER  
FRANCIS P. BARRON WILLIAM H. WIDEN  
RICHARD W. CLARY TIMOTHY G. MASSAD  
WILLIAM P. ROGERS, JR. DAVID MERCADO  
JAMES D. COOPER ROWAN D. WILSON  
STEPHEN L. GORDON JOHN T. GAFFNEY  
ROBERT A. KINDLER PETER T. BARBUR  
DANIEL L. MOSLEY SANDRA C. GOLDSTEIN  
GREGORY M. SHAW PAUL MICHALSKI  
PETER S. WILSON THOMAS G. RAFFERTY  
JAMES C. VARDELL, III MICHAEL S. GOLDMAN  
ROBERT H. BARON  
KEVIN J. GREHAN

ALLEN F. MAULSBY  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
JOHN F. HUNT  
GEORGE J. GILLESPIE, III  
THOMAS D. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
RICHARD J. HIEGEL  
FREDERICK A.O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID BOIES  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
HERBERT L. CAMP  
ALLEN FINKELSON  
RONALD S. ROLFE  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
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MAX R. SHULMAN  
STUART W. GOLD  
JOHN W. WHITE  
JOHN E. BEERBOWER  
EVAN R. CHESLER  
PATRICIA GEOGHEGAN  
D. COLLIER KIRKHAM  
MICHAEL L. SCHLER

December 1, 1995

19496-D

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, we submit herewith for recording with the Commission original counterparts of the document described below.

This document is a Memorandum of Lease Supplement, a "secondary document", dated as of November 20, 1995. The primary document to which this is related is the Memorandum of Lease Agreement dated as of June 20, 1995, recorded with the Commission under recordation number 19496.

The names and addresses of the parties to the primary document are as follows:

LESSOR: First Security Bank of Utah,  
National Association, as trustee for  
Norlease, Inc.  
79 South Main Street  
Salt Lake City, Utah 84111  
LESSEE: Union Pacific Railroad Company  
Eighth and Eaton Avenues  
Bethlehem, Pennsylvania 18018  
ASSIGNEE: Harris Trust and Savings Bank  
311 West Monroe  
Chicago, Illinois 60606

Counterparts - 4 copies

FILED  
DEC 1 1995  
FBI - NEW YORK

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.

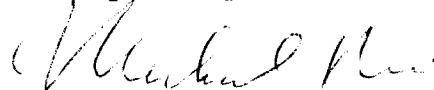
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Memorandum of Lease Supplement dated as of November 20, 1995, among First Security Bank of Utah, N.A. (as trustee for Norlease, Inc.), as lessor, Union Pacific Railroad Company, as lessee, and Harris Trust and Savings Bank, as assignee, covering 123 covered hopper cars.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Encl.



Interstate Commerce Commission  
Washington, D.C. 20423-0001

12/1/95

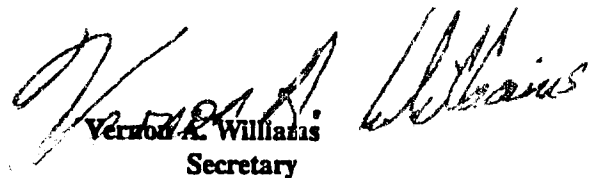
Office Of The Secretary

Michael Rice  
Cravath, Swaine & Moore  
Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019-7475

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/1/95 at 2:35PM, and assigned recordation number(s). 19496-D, 19496-E, and 19497-B.

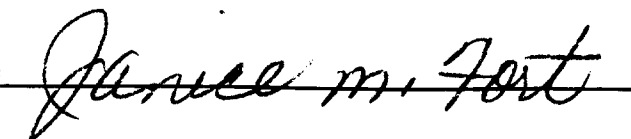
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF LEASE SUPPLEMENT dated as of November 20, 1995, among FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee under a Trust Agreement dated as of the date hereof with Norlease, Inc. (hereinafter, in such capacity, called the **Lessor**), UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the **Lessee**), and HARRIS TRUST AND SAVINGS BANK, as indenture trustee under the Trust Indenture and Security Agreement referred to below (hereinafter, in such capacity, called the **Indenture Trustee**).

WHEREAS the Lessor and the Lessee have entered into that certain Lease Agreement dated as of June 20, 1995, and a supplement thereto covering certain railroad equipment described in said supplement;

WHEREAS a Memorandum of Lease Agreement dated as of June 20, 1995, covering the railroad equipment covered by said supplement and described in Schedule A to said memorandum has been filed with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on June 28, 1995, and assigned recordation number 19496;

WHEREAS the Lessor and the Indenture Trustee have entered into that certain Trust Indenture and Security Agreement dated as of June 20, 1995, and supplements thereto, pursuant to which the aforesaid Lease Agreement and supplements thereto have been assigned by the Lessor to the Indenture Trustee;

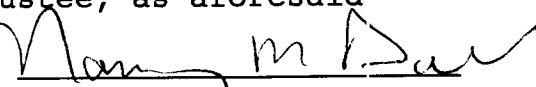
WHEREAS a Memorandum of Lease Assignment dated as of June 20, 1995, covering the assignment recited in the preceding paragraph has been filed with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on June 28, 1995, and assigned recordation number 19496-A;

WHEREAS the Lessor, the Lessee and the Indenture Trustee are entering into that certain Lease and Indenture Supplement No. 3, supplementing the aforesaid Lease Agreement to include the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Union Pacific Railroad Company and its affiliates shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as  
trustee, as aforesaid

by

  
WILLIAM M. DAVIS, VICE PRESIDENT

UNION PACIFIC RAILROAD COMPANY

by

  
Assistant Treasurer

HARRIS TRUST AND SAVING BANK,  
as indenture trustee, as aforesaid

by

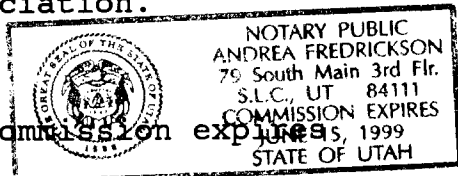
  
Assistant Vice President

STATE OF UTAH

)  
) SS.:  
)

COUNTY OF SALT LAKE

On this 29th day of November, 1995, before me personally appeared Nancy M. Dahl, to me personally known, who, by me being duly sworn, says that she is an Assistant Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



My commission expires

*Andrea Fredrickson*  
Notary Public

COMMONWEALTH OF PENNSYLVANIA )

) SS.:  
)

COUNTY OF LEHIGH

On this 28<sup>th</sup> day of November, 1995, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

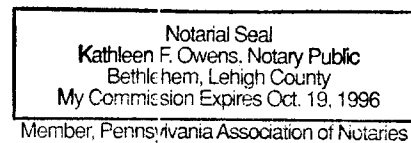
*Kathleen F. Owens*  
Notary Public

My commission expires

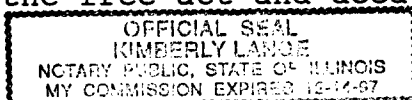
STATE OF ILLINOIS )

) SS.:  
)

COUNTY OF COOK



On this 30th day of November, 1995, before me personally appeared D. G. DONOVAN, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice President of HARRIS TRUST AND SAVINGS BANK, that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



My commission expires

*Kimberly Lance*  
Notary Public

SCHEDULE A  
(Norlease, Inc.)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
123	110-ton covered hopper cars	UP	89852, 89858, 89880, 89890, 89894, 89907, 89943, 89950, 89952, 89953, 89960, 89965--89971, 89977--89979, 89988, 90000, 90003, 90009, 90011--90014, 90028--90030, 90038--90045, 90049--90051, 90059--90063, 90075, 90080--90083, 90085--90154

SCHEDULE A  
(Norlease, Inc.)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
123	110-ton covered hopper cars	UP	89852, 89858, 89880, 89890, 89894, 89907, 89943, 89950, 89952, 89953, 89960, 89965--89971, 89977--89979, 89988, 90000, 90003, 90009, 90011--90014, 90028--90030, 90038--90045, 90049--90051, 90059--90063, 90075, 90080--90083, 90085--90154